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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
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AMENDED NOTICE OF ASSUMPTION
AND ASSIGNMENT OF EXECUTORY CONTRACTS IN
CONNECTION WITH SALE OF STEERING AND HALFSHAFT BUSINESS
(TEMIC AUTOMOTIVE OF NORTH AMERICA, INC.)

PLEASE TAKE NOTICE that on March 31, 2008, Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (the "Debtors"), served a Notice Of Assumption And Assignment And Cure Amount Of Executory Contract Or Unexpired Lease To Buyers In Connection With Sale Of Steering And Halfshaft Business and a related customized exhibit (the "Omitted Contracts Cure Notice") on Motorola, Inc. ("Motorola") and its assignee Temic Automotive of North America, Inc. ("Temic") pursuant to the Order Under 11 U.S.C. §§ 105(a) And 365 And Fed. R. Bankr. P. 6006 (I) Establishing Procedures For Assumption And Assignment Of Certain Omitted Executory Contracts And Unexpired

Leases In Connection With Sale Of Debtors' Steering And Halfshaft Business And (II) Authorizing Recovery Of Excess Discount Rights (Docket No. 13232) (the "Omitted Contracts Assumption Procedures Order"); and

PLEASE TAKE FURTHER NOTICE that the Omitted Contracts Cure Notice provided for the assumption of (i) the Long Term Contract between Delphi Corporation LLC acting through its Delphi Saginaw Steering Systems and Motorola Inc., with a term through calendar year 2011 for OEM, and 2027 for 15-year service requirement and an execution date of November 1, 2002 ("Contract One") and (ii) the Long Term Contract between Delphi Automotive Systems LLC acting through its Saginaw Steering Systems Division and Motorola AIEG, with a term of 2003 - 2009 for OEM production and calendar years 2010 - 2024 for 15-year service requirement and an execution date of March 21, 2001 ("Contract Two"); and

PLEASE TAKE FURTHER NOTICE that the Omitted Contracts Cure Notice provided for a cure amount of \$0.00 on account of the assumption of Contract One and a cure amount of \$0.00 on account of the assumption of Contract Two; and

PLEASE TAKE FURTHER NOTICE that the Debtors hereby withdraw the Omitted Contracts Cure Notice with respect to Contract One and Contract One will not be assumed pursuant to the Omitted Contracts Cure Notice; and

PLEASE TAKE FURTHER NOTICE that the cure amount for Contract Two was fixed by this Court's Order dated March 14, 2008, which provides that Temic is deemed to have elected to receive a cash cure payment in the amount of \$2,255,696.88 on account of the Debtors' assumption of purchase order SAG90I4704, which was issued under Contract Two (Docket No. 13119); and

PLEASE TAKE FURTHER NOTICE that, the Debtors acknowledge and agree, notwithstanding anything to the contrary in the Omitted Contracts Cure Notice, that a

cure payment in the amount of \$2,255,696.88 shall be paid to Temic on account of the assumption of Contract Two and purchase order SAG90I4704 as specified in the Court's Steering Sale Approval Order dated February 25, 2008 (Docket No. 12868); and

PLEASE TAKE FURTHER NOTICE that this Amended Notice amends and supercedes the Omitted Contracts Cure Notice with respect to Contract One and Contract Two.

Dated: New York, New York
April 28, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger
NEIL BERGER (NB-3599)
A Member of the Firm
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